

ORIGINAL  
ONLY MEETING ITEM 5/18/04



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**COMMISSIONERS**  
MARC SPITZER - Chairman  
WILLIAM A. MUNDELL  
JEFF HATCH-MILLER  
MIKE GLEASON  
KRISTIN K. MAYES



BRIAN C. McNEIL  
EXECUTIVE SECRETARY

SECURITIES DIVISION  
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ARIZONA CORPORATION COMMISSION

MEMORANDUM

**TO:** Marc Spitzer, Chairman  
William A. Mundell  
Jeff Hatch-Miller  
Mike Gleason  
Kristin K. Mayes

Arizona Corporation Commission

**DOCKETED**

MAY - 6 2004

**FROM:** Matthew J. Neubert   
Director of Securities

DOCKETED BY

AZ CORP COMMISSION  
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**DATE:** May 6, 2004

**RE:** *In the matter of International Global Positioning, Inc., et al.* (S-03523A-03-0000); Proposed Order to Cease and Desist and for Other Relief and Consent to Same by James W. Dreos dba Dreos Financial Services and Esther Dreos, husband and wife

**CC:** Brian C. McNeil, Executive Secretary

Attached is a proposed Order to Cease and Desist and for Other Relief and Consent to Same ("Order") against respondents James W. Dreos dba Dreos Financial Services and Esther Dreos, husband and wife ("Respondents"), *In the matter of International Global Positioning, Inc., et al.* The Order requires these Respondents to 1) cease and desist from further violations of the Securities Act of Arizona; 2) pay the full amount of remuneration they received in connection with this matter in the amount of \$19,925 pursuant to A.R.S. § 44-2032; 3) pay \$2,500 pursuant to A.R.S. § 44-2036; and 4) revocation of Dreos' salesman registration pursuant to A.R.S. § 44-1962.

This matter resulted from the sale of stock in International Global Positioning, Inc. ("IGP"), a Nevada corporation, engaged in marketing a global positioning or locating device. In the fall of 2001, Dreos, who is a licensed insurance salesman in Arizona, entered an understanding with the principals of IGP that Dreos would write insurance for IGP and would help in a number of areas, including referring clients and friends to IGP for investments in stock and distributorships. Dreos was to receive consulting fees through Respondent Corporate Architects, Inc. ("CAI"), owned by Respondent Edmond Lonergan, for his services to IGP and other CAI clients unrelated to the sale of insurance. Dreos referred some of his insurance clients, friends, and acquaintances to IGP for investments. Dreos also invested in IGP. The Order finds that

Dreos received remuneration as a result of his efforts to assist IGP unrelated to his insurance sales.

The Order finds that Dreos and his spouse are liable for IGP's violations of the Securities Act of Arizona involving the offer and sale of unregistered securities in the form of IGP stock, due to Dreos' conduct in referring his clients for investments and receiving remuneration for his efforts in assisting IGP.

Additionally, Dreos has agreed not to apply for securities salesmen or dealer registration or licensure as investment advisors or investment advisor representatives in Arizona at any time in the future. This Order also takes into account the fact that Respondents have been fully cooperative with the Securities Division during the course of its investigation into this matter.

Originator: Pam Johnson

1 **BEFORE THE ARIZONA CORPORATION COMMISSION**

2 **COMMISSIONERS**

3 MARC SPITZER, Chairman  
4 WILLIAM A. MUNDELL  
5 JEFF HATCH-MILLER  
6 MIKE GLEASON  
KRISTIN K. MAYES

7 In the matter of )

8 INTERNATIONAL GLOBAL POSITIONING, )  
9 INC., a Nevada corporation )  
720 Brazos Street, Suite 500 )  
Austin, TX 78701 )

DOCKET NO. S-03523A-03-0000

DECISION NO. \_\_\_\_\_

10 JOHN J. MADSEN )  
11 11801 W HWY 71 )  
Austin TX 78738 )

**ORDER TO CEASE AND DESIST AND  
FOR OTHER RELIEF AND CONSENT  
TO SAME**

12 MICHAEL J. COKER )  
13 11801 W. HWY 71 )  
Austin, TX 78738 )

**BY: RESPONDENT JAMES W.  
DREOS, individually and dba DREOS  
FINANCIAL SERVICES, and  
RESPONDENT ESTHER DREOS**

14 JAMES W. DREOS, individually and dba DREOS )  
15 FINANCIAL SERVICES, and ESTHER DREOS, )  
husband and wife )  
16 10201 E. North Ranch Gate Road )  
Scottsdale, AZ 85255 )  
CRD# 802681 )

17 EDMOND L. LONERGAN and DOLORES )  
18 LONERGAN, husband and wife )  
16126 East Powderhorn Drive )  
Fountain Hills, AZ 85268 )

19 CORPORATE ARCHITECTS, INC., a Nevada )  
20 corporation )  
8360 East Via de Ventura, Suite L-200 )  
21 Scottsdale, AZ 85258 )

22 Respondents. )  
23

24 JAMES W. DREOS ("DREOS"), individually and dba Dreos Financial Services, and ESTHER  
25 DREOS, husband and wife (collectively "Respondents"), elect to permanently waive their right to  
26 a hearing and appeal under Articles 11 and 12 of the Securities Act of Arizona, A.R.S. § 44-1801,  
*et seq.* ("Securities Act") with respect to this Order To Cease And Desist and for Other Relief and

1 Consent to Same ("Order"). Respondents admit the jurisdiction of the Arizona Corporation  
2 Commission ("Commission"); neither admit nor deny the Findings of Fact and Conclusions of  
3 Law contained in this Order; and consent to the entry of this Order by the Commission.

4 **I.**

5 **FINDINGS OF FACT**

6 1. DREOS was at all pertinent times a registered securities salesman in Arizona, CRD#  
7 802681. Dreos's address is 6517 Night Glow Circle, Scottsdale, Arizona 85262. Dreos was  
8 registered as a securities salesman in Arizona in association with American General Securities, Inc.  
9 ("AGSI") from November 8, 2001, until he was discharged on or about September 12, 2002. All  
10 allegations contained in the Notice of Opportunity for Hearing occurred while Dreos was registered  
11 with AGSI.

12 2. From on or about October 9, 2002, until on or about March 25, 2003, Dreos was registered  
13 as a securities salesman in association with Fox & Company Investments Inc. Pursuant to A.R.S. §  
14 44-1949, Dreos's registration as a securities salesman in Arizona was automatically suspended on  
15 the date of his termination with Fox & Company Investments Inc., on or about October 9, 2002.  
16 Since that date, Dreos has not been registered with any securities dealer.

17 3. Dreos was at all pertinent times licensed with the Arizona Department of Insurance as an  
18 insurance salesman, authorized to sell accident, health, and life insurance, and variable life and  
19 annuities products. Dreos's authority to sell variable life and annuities products expired on  
20 September 30, 2003. Dreos's authority to sell accident, health, and life products is current until  
21 September 30, 2005.

22 4. Esther Dreos was at all pertinent times the spouse of Dreos. Esther Dreos is joined in this  
23 action under A.R.S. § 44-2031(C) solely for purposes of determining the liability of the marital  
24 community.

25 5. At all pertinent times, Dreos was acting for his own benefit, and for the benefit or in  
26 furtherance of the marital community.

1 6. INTERNATIONAL GLOBAL POSITIONING, INC. ("IGP") operated from offices in  
2 Arizona located at 3200 N. Central Ave., Suite 1990, Phoenix, Arizona 85012, from at least July 1,  
3 1999, until approximately June 2002. John J. Madsen ("Madsen") and Michael J. Coker ("Coker")  
4 are and were at all pertinent times the principals of IGP.

5 7. IGP purported to market a global positioning device that, mounted in an automobile, could  
6 communicate through a satellite, on a cellular communications technology, information including  
7 where it was located, its speed and direction. IGP's plan was to sell stock to private investors and  
8 distributorship franchises nationwide to market the device. In or around July 2001, IGP initiated a  
9 stock offering, represented as a private placement under federal Rule 506, Regulation D.

10 8. Sometime in 2001, DREOS formed an association with Edmond L. Lonergan ("Lonergan").  
11 In or around October 2001, Lonergan introduced Dreos to Madsen and IGP. Dreos formed an  
12 understanding with the principals of IGP that Dreos would write insurance for IGP and would help in  
13 a number of areas through Lonergan and CAI, including referring friends and associates to IGP for  
14 investments in stock and distributorships.

15 9. Dreos referred some of his insurance clients and others to meet with Madsen to discuss  
16 investments in IGP common stock through its private placement, and purchasing distributorships. In  
17 connection with these referrals, Dreos spoke with these individuals about IGP's business and its  
18 intention to become a public company in the future. Dreos recommended that prospective investors  
19 call IGP to obtain needed information about the company. Dreos also personally invested in IGP  
20 stock and a distributorship.

21 10. Investors in IGP's "private placement" stock offering including Dreos were told that when the  
22 company went public they would have the opportunity to purchase IGP stock for the reduced price  
23 that they paid for their private placement stock and to resell the stock they purchased in the private  
24 offering at one and one half times its original purchase price thereby recouping the original purchase  
25 price of their privately held stock. Investors in the private sales were issued warrants to purchase  
26 additional IGP stock after it became a public company at the same price as the original purchase.

1 11. Investors did not receive meaningful disclosure of material information about IGP's financial  
2 condition or the background of its principals prior to investing. For instance, investors were not told  
3 that on November 5, 2001, Madsen entered into an agreement pleading guilty to mail fraud in the  
4 United States District Court, District of Arizona, a violation of Title 18, United States Code, Section  
5 1341 a Class D felony offense.

6 12. To this date, IGP is not listed on any public exchange, and the investors have received no  
7 return on their investments.

8 13. Dreos entered a consulting agreement with CAI, whereby Dreos would receive consulting  
9 fees from CAI for "Marketing and advertising materials." Pursuant to the consulting agreement,  
10 Dreos was to receive consulting fees not only to make referrals for IGP but also for all CAI  
11 customers. Dreos negotiated a consulting fee of \$200 per hour not to exceed 15 hours or \$3,000 per  
12 month. In addition to referrals, Dreos was to assist CAI clients in developing business plans,  
13 marketing plans, website or redesign, personnel including interviewing top level personnel. Dreos  
14 referred a qualified person hired by IGP. Dreos arranged for IGP to meet with website and marketing  
15 people. Dreos also sold IGP "key-man" insurance policies on the principals, Madsen and Coker.

16 14. On or about December 20, 2001, CAI paid Dreos approximately \$19,925.00 as "consulting  
17 fees" for his efforts to assist CAI clients including IGP, unrelated to insurance sales.

## 18 II.

### 19 CONCLUSIONS OF LAW

20 1. The Commission has jurisdiction over this matter pursuant to Article XV of the Arizona  
21 Constitution and the Securities Act.

22 2. IGP offered or sold securities in the form of common stock within or from Arizona,  
23 within the meaning of A.R.S. §§ 44-1801(15), 44-1801(21), and 44-1801(26).

24 3. The IGP stock was neither registered nor exempt from registration, in violation of  
25 A.R.S. § 44-1841.

1 4. Respondents are liable for participation in violations of A.R.S. § 44-1841 pursuant to  
2 A.R.S. §§ 44-2003, 44-2031(C) and 44-2032.

3 5. Respondents' conduct is grounds for an order to cease and desist and for other relief  
4 pursuant to A.R.S. § 44-2032.

5 6. Respondents' conduct is grounds for an order pursuant to A.R.S. § 44-2036.

6 7. Dreos's conduct subjects Dreos to an order of revocation pursuant to A.R.S. § 44-1962.

7 **III.**

8 **ORDER**

9 THEREFORE, on the basis of the Findings of Fact, Conclusions of Law, and Respondents'  
10 consent to the entry of this Order, the Commission finds that the following relief is appropriate, in  
11 the public interest, and necessary for the protection of investors:

12 IT IS ORDERED, pursuant to A.R.S. § 44-2032, that Respondents, their agents,  
13 employees, successors and assigns, permanently cease and desist from violating the Securities Act.

14 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2032, that Respondents and their  
15 marital community shall pay, jointly and severally, the amount of \$19,925.00, plus interest at the  
16 rate of 10% per annum from the date of entry of this Order until paid in full. Payment shall be  
17 made by cashier's check or money order payable to the "State of Arizona" to be placed in an  
18 interest-bearing account maintained and controlled by the Arizona Attorney General. The Arizona  
19 Attorney General shall disburse the funds on a pro rata basis to investors shown on the records of  
20 the Securities Division.

21 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2036, that Respondents and their  
22 marital community shall pay, jointly and severally, the amount of \$2,500.00, payable to the "State  
23 of Arizona." Payment shall be made in full by cashier's check or money order on the date of this  
24 Order. Respondents further agree to pay interest at the rate of 10% per annum from the date of this  
25 Order until such amount is paid in full.

26 ...

1 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-1962, that DREOS's securities  
2 salesman registration is revoked.

3 IT IS FURTHER ORDERED that this Order shall become effective immediately.

4 BY ORDER OF THE ARIZONA CORPORATION COMMISSION  
5  
6  
7

8 CHAIRMAN

COMMISSIONER

COMMISSIONER  
9  
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11

12 COMMISSIONER

COMMISSIONER

13 IN WITNESS WHEREOF, I, BRIAN C. McNEIL,  
14 Executive Secretary of the Arizona Corporation  
15 Commission, have hereunto set my hand and caused the  
16 official seal of the Commission to be affixed at the  
17 Capitol, in the City of Phoenix, this \_\_\_\_\_ day of  
18 \_\_\_\_\_, 2004.

19 \_\_\_\_\_  
20 BRIAN C. McNEIL  
21 Executive Secretary  
22

23 \_\_\_\_\_  
24 DISSENT  
25

26 This document is available in alternative formats by contacting Yvonne L. McFarlin, Executive  
Assistant to the Executive Secretary, voice phone number 602-542-3931, E-mail  
[ymcfarlin@cc.state.az.us](mailto:ymcfarlin@cc.state.az.us).

(PTJ)



**CONSENT TO ENTRY OF ORDER**

1  
2 1. JAMES W. DREOS ("DREOS"), doing business as Dreos Financial Services, and  
3 Esther Dreos, husband and wife (collectively "Respondents"), admit the jurisdiction of the  
4 Commission over the subject matter of this proceeding. Respondents acknowledge that they have  
5 been fully advised of their right to a hearing to present evidence and call witnesses and  
6 Respondents knowingly and voluntarily waive any and all rights to a hearing before the  
7 Commission and all other rights otherwise available under Article 11 of the Securities Act and  
8 Title 14 of the Arizona Administrative Code. Respondents acknowledge that this Order To Cease  
9 And Desist and for Other Relief and Consent to Same ("Order") constitutes a valid final order of  
10 the Commission.

11 2. Respondents knowingly and voluntarily waive any right they may have under Article  
12 12 of the Securities Act to judicial review by any court by way of suit, appeal, or extraordinary  
13 relief resulting from the entry of this Order.

14 3. Respondents acknowledge and agree that this Order is entered into freely and  
15 voluntarily and that no promise was made or coercion used to induce such entry.

16 4. Respondents acknowledge that they have been represented by counsel in this matter,  
17 they have reviewed this Order with their attorney and understand all terms it contains.

18 5. Respondents neither admit nor deny the Findings of Fact and Conclusions of Law  
19 contained in this Order.

20 6. By consenting to the entry of this Order, Respondents agree not to take any action or to  
21 make, or permit to be made, any public statement denying, directly or indirectly, any Finding of  
22 Fact or Conclusion of Law in this Order or to create the impression that this Order is without  
23 factual basis. Respondents will undertake steps necessary to assure that all of their agents and  
24 employees understand and comply with this agreement. Nothing in this provision affects  
25 Respondents' testimonial obligations or rights to take legal positions in litigation in which an  
26 administrative agency of the State of Arizona is not a party.

1           7. While this Order settles this administrative matter between Respondents and the  
2 Commission, Respondents understand that this Order does not preclude the Commission from  
3 instituting other administrative proceedings based on violations that are not addressed by this  
4 Order.

5           8. Respondents understand that this Order does not preclude the Commission from  
6 referring this matter to any governmental agency for administrative, civil, or criminal proceedings  
7 that may be related to the matters addressed by this Order.

8           9. Respondents understand that this Order does not preclude any other agency or officer of  
9 the state of Arizona or its subdivisions from instituting administrative, civil or criminal  
10 proceedings that may be related to matters addressed by this Order.

11           10. Respondents agree that they will not apply to the state of Arizona for registration as a  
12 securities dealer or salesman or for licensure as an investment adviser or investment adviser  
13 representative at any time in the future.

14           11. Respondents agree that they will not exercise any control over any entity that offers or  
15 sells securities or provides investment advisory services, within or from Arizona.

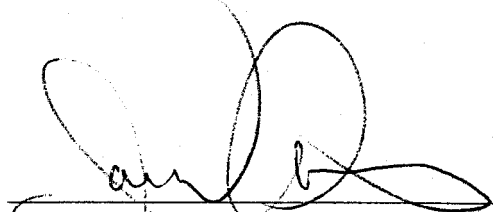
16           12. Respondents agree that until all amounts due under this Order are paid in full,  
17 Respondents will notify the Director of the Securities Division within 30 days of any change in  
18 home address or any change in Respondents' ability to pay amounts due under this Order.

19           13. Respondents understand that default shall render them liable to the Commission for its  
20 costs of collection and interest at the maximum legal rate.


21           14. Respondents agree that they will continue to cooperate with the Securities Division  
22 including, but not limited to, providing complete and accurate testimony at any hearing in this  
23 matter and cooperating with the state of Arizona in any related investigation or any other matters  
24 arising from the activities described in this Order.

15. DREOS and DREOS's spouse acknowledge that any monetary obligations and all amounts imposed by this Order are obligations of the Respondents as well as the marital community.

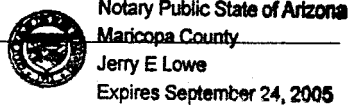
16. Respondents consent to the entry of this Order and agree to be fully bound by its terms and conditions. If Respondents breach any provision of this Order, the Commission may vacate this Order and restore this case to its active docket.

  
JAMES W. DREOS

SUBSCRIBED AND SWORN TO BEFORE me this 29<sup>th</sup> day of April, 2004.

  
NOTARY PUBLIC

My Commission Expires:



\_\_\_\_\_  
ESTHER DREOS

SUBSCRIBED AND SWORN TO BEFORE me this \_\_\_\_ day of \_\_\_\_\_, 2004.

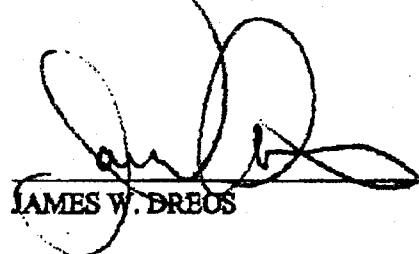
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NOTARY PUBLIC

My Commission Expires:

Docket No. S-03523A-03-0000

1 15. DREOS and DREOS's spouse acknowledge that any monetary obligations and all  
2 amounts imposed by this Order are obligations of the Respondents as well as the marital  
3 community.


4 16. Respondents consent to the entry of this Order and agree to be fully bound by its terms  
5 and conditions. If Respondents breach any provision of this Order, the Commission may vacate  
6 this Order and restore this case to its active docket.

7  
8  
9  
10   
JAMES W. DREOS

11 SUBSCRIBED AND SWORN TO BEFORE me this 29<sup>th</sup> day of April, 2004.

12  
13   
NOTARY PUBLIC

14 My Commission Expires:

15  Notary Public State of Arizona  
Maricopa County  
16 Jerry E. Lowe  
Expires September 24, 2008

17  
18   
ESTHER DREOS

19  
20 SUBSCRIBED AND SWORN TO BEFORE me this 30 day of April, 2004.

21  
22   
NOTARY PUBLIC

23 My Commission Expires:

24 8-6-2005

